

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. Grace & Co., et al.,

Debtors.

Chapter 11

Case No. 01-01139

(Jointly Administered)

Objection Deadline: July 7, 2014 at 4:00 p.m. (ET)

Hearing Date: October 14, 2014 at 10:00 a.m. (ET)

**COVERSHEET TO FINAL FEE APPLICATION OF MORRISON & FOERSTER LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS ORDINARY COURSE PROFESSIONAL FOR THE PERIOD OF
APRIL 1, 2007 THROUGH MAY 31, 2007**

Name of Applicant:

Morrison & Foerster LLP ("Morrison
& Foerster" or the "Firm")

Authorized to Provide Professional Services to:

Debtors W.R. Grace & Co., et al.;
retained as an Ordinary Course
Professional, April 13, 2001

Date of Retention:

Nunc Pro Tunc to April 13, 2001Period for which final compensation and reimbursement
are sought:April 1, 2007 through
May 31, 2007Amount of final compensation sought as actual,
reasonable, and necessary:

\$163,083.75

Amount final of expense reimbursement sought as actual,
reasonable, and necessary:

\$81,785.02

This is a(n): ___ Monthly ___ Interim X Final Fee Application.

Prior Applications:

Date	Compensation Period	Requested		Approved	
		Fees	Expenses	Fees	Expenses
5/14/2007	4/1/2007 – 4/30/2007	\$125,907.50	\$51,357.46	\$125,907.50	\$51,357.46

6/12/2007	5/1/2007 – 5/31/2007	\$37,176.25	\$130,427.56	\$37,176.25	\$130,427.56
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SUMMARY OF PROFESSIONAL SERVICES RENDERED BY
MORRISON & FOERSTER LLP AS AN ORDINARY COURSE PROFESSIONAL TO
THE W.R. GRACE & CO., ET AL., DEBTORS AND DEBTORS-IN-POSSESSION

Name of Professional Individual	Department and Licensure	Hourly Billing Rate	Total Hours Billed	Total Compensation
Senior Of Counsel				
Frankel, Paul H.	Tax 1983 (NY) 1965 (NJ) 1961 (VA)	\$725.00	64.75	\$44,913.75
Slomka, Irwin M.	Tax 1980 (NY)	\$600.00	198.75	\$118,170.00
Total:			263.5	\$163,083.75

**SUMMARY OF ACTUAL AND NECESSARY EXPENSES INCURRED BY
MORRISON & FOERSTER LLP AS AN ORDINARY COURSE PROFESSIONAL TO
THE W.R. GRACE & CO., ET AL., DEBTORS AND DEBTORS-IN-POSSESSION**

Expense Category	Total Expenses
Travel Expense	\$4,395.85
Photocopies	\$475.20
Long Distance Telephone	\$126.85
Fax	\$242.00
Air Freight	\$137.06
On-Line Research – LEXIS	\$14.66
Messenger Service	\$30.90
Local Attorney Fees – MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, P.C.	\$37,573.28
Expert and Consultant Fees	\$137,502.47
Local Attorney Fees – BANCROFT SUSA & GALLOWAY	\$884.00
Miscellaneous Disbursement – COMMONWEALTH OF MASSACHUSETTS	\$402.75
Grand Total for Expenses	\$181,785.02
Expected Normal Course OCP Compensation	<\$100,000>
Balance of Expenses Sought in Application	\$81,785.02

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**FINAL FEE APPLICATION OF MORRISON & FOERSTER LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS ORDINARY COURSE PROFESSIONAL FOR
THE PERIOD OF APRIL 1, 2007 THROUGH MAY 31, 2007**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Delaware Local Bankruptcy Rule 2016-2 (“Rule 2016-2”), and the Court’s *Amended Administrative Order Under 11 U.S.C. 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members* [Docket No. 1949] (the “Administrative Order”), Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), an ordinary course professional for the above captioned debtors (the “Debtors”) in their chapter 11 cases (the “Chapter 11 Cases”), hereby submits this final application for (1) compensation in the amount of \$163,083.75 for reasonable and necessary legal services rendered by the Firm, and (2) reimbursement in the amount of \$81,785.02 for the actual and necessary expenses incurred by the Firm (the “Final Fee Application”), in each case for the period from April 1, 2007 through May 31, 2007 (the “Fee Period”), as previously approved by this Court in the Interim Fee Order (as defined below). In support of its Final Fee Application, Morrison & Foerster respectfully represents as follows:

Jurisdiction

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334.
2. Venue of this case and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

3. On April 2, 2001, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

4. On May 3, 2001, this Court entered the *Order Pursuant to 11 U.S.C. §§ 1107(a) and 1108 Authorizing the Debtors to Employ and Compensate Certain Professionals Utilized in the Ordinary Course of the Debtors' Business* [Docket No. 197, as subsequently amended Docket No. 12855], governing the retention and compensation of ordinary course professionals ("OCPs") in the Chapter 11 Cases.

5. On April 13, 2001, Morrison & Foerster was retained, *nunc pro tunc*, as an OCP to represent the Debtors in certain Massachusetts state tax litigation. The Firm filed its affidavit of disinterestedness to support its retention as an OCP [Docket No. 326], to which no objections were made. Thus, Morrison & Foerster is employed, and continues to be employed, as an OCP in these Chapter 11 Cases.

6. On September 16, 2008, the Firm filed the *First Verified Application of Morrison & Foerster LLP for Compensation for Services and Reimbursement of Expenses as Ordinary Course Professional for the Interim Period from April 1, 2007 through June 30, 2007* [Docket No. 19549] (the "Interim Fee Application"). In the Interim Fee Application, Morrison & Foerster requested (i) compensation in the amount of \$163,083.75 for the reasonable and

necessary legal services that the Firm rendered in representing the Debtors in certain tax litigation in the state of Massachusetts, and (ii) reimbursement in the amount of \$81,785.02 for the actual and necessary expenses incurred in said litigation (with one limited exception),¹ including fees for several expert witnesses and fees for Massachusetts local counsel. A copy of the Interim Fee Application is annexed hereto as Exhibit 1.

7. On December 17, 2008, the Court entered the *Order Approving Quarterly Fee Applications for the Twenty-Ninth Period* [Docket No. 20283] (the “Interim Fee Order”). The Interim Fee Order approved the Interim Fee Application, granting 100% of its requested fees and expenses. The Interim Fee Order provided, however, that all fees paid pursuant to the order are subject to final allowance by the Court pursuant to the Administrative Order. A copy of the Interim Fee Order is annexed hereto as Exhibit 2.

Relief Requested

8. By this Final Fee Application, Morrison & Foerster seeks final approval and allowance of its compensation incurred during the Fee Period in the amount of \$163,083.75 and reimbursement of its necessary expenses in the amount of \$81,785.02.

9. The Final Fee Application’s coversheet includes a summary of the hours spent, the names of each professional rendering services to the Debtors during the Fee Period, the regular customary billing rates and the total value of time incurred by each of the Morrison & Foerster professionals rendering services to the Debtors, as well as a statement of expenses incurred by Morrison & Foerster during the Fee Period. In addition, the Interim Fee Application, annexed hereto as Exhibit 1, includes a copy of the computer generated time entries reflecting the time

¹ In the Interim Fee Application, the Firm also sought reimbursement of a \$884 expense that the Firm paid to the firm Bancroft Susa & Galloway, PC in connection with advice on an unrelated Arizona state tax matter on behalf of the Debtors.

recorded for the Firm's services during the Fee Period in accordance with the United States Trustee's Guidelines For Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330. All time entries and requested expenses are in compliance with Rule 2016-2.

WHEREFORE, Morrison & Foerster respectfully requests that final allowance be made to the Firm in the sum of (i) \$163,083.75 as compensation for necessary professional services rendered to the Debtors for the Fee Period and (ii) \$81,785.02 for reimbursement of actual necessary costs and expenses incurred during such Fee Period, and further requests such other and further relief as this Court may deem just and proper.

Dated: May 6, 2014

MORRISON & FOERSTER LLP



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